

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF VIRGINIA
Lynchburg Division

In re:

BLUESUMMIT MEDICAL GROUP LLC, et al.¹

Case No. 24-61191-RBC

Chapter 7

Debtors.

KAPITUS SERVICING INC.,
AS SERVICING AGENT FOR KAPITUS LLC

Plaintiff,

v.

BLUESUMMIT MEDICAL GROUP LLC, et al.
Defendants.

**OBJECTION TO APPLICATION TO AUTHORIZE RETENTION OF
KUTAK ROCK LLP AS COUNSEL FOR THE COMMITTEE OF UNSECURED
CREDITORS EFFECTIVE AS OF NOVEMBER 27, 2024**

Kapitus Servicing Inc., as servicing agent for Kapitus LLC ("**Kapitus**"), by and through its undersigned counsel, objects to the *Application to Authorize Retention of Kutak Rock LLP as Counsel for the Committee of Unsecured Creditors Effective as of November 27, 2024* filed on December 17, 2024 [Doc. No. 102] (the "**Application**"). In support of this Objection, Kapitus states the following:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

¹ The Debtors in these chapter 7 cases and the last four digits of each Debtor's federal taxpayer identification number are as follows: BlueSummit Medical Group LLC (9384), Oasis HH Operations LLC (5349), Shenandoah Valley Home Health Inc. (4608), Seven Hills Hospice, LLC (8231), Seven Hills Home Health, Inc. (0554), Ashland Development Company, Inc. (6734), ProCare TN Operations LLC (2100), Reliable Home Health Care LLC (0294). The location of Debtor BlueSummit Medical Group LLC's principal place of business is: 14805 Forest Road, Suite 205, Forest, Virginia 24551. The location of Debtor BlueSummit Medical Group LLC's principal place of business is: 14805 Forest Road, Suite 205, Forest, Virginia 24551.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On October 25, 2024, BlueSummit Medical Group, LLC and certain of its affiliates (collectively, the “Debtors”) filed voluntary petitions under chapter 11 of the Bankruptcy Code.

4. On November 12, 2024, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”). (Doc. No. 38).

5. On November 22, 2024, the Debtors informed the Court that the companies have decided to liquidate and not reorganize.

6. On December 3, 2024, the Committee, by its proposed counsel, Kutak Rock, LLP, filed a Notice of Appearance. (Doc. No. 68).

7. On December 6, 2024, the Court held an evidentiary hearing on the Debtors’ Motion to Use Cash Collateral (Doc. No. 9); Objection filed by U.S. Trustee (Doc. Nos. 41 and 50); and Objections by Kapitus (Doc. Nos. 45 and 59).

8. On December 13, 2024, the Committee, by its proposed counsel, moved to convert the chapter 11 bankruptcy cases of the Debtors to ones under chapter 7, and scheduled an expedited hearing on December 18, 2024. (Doc. No. 96).

9. On December 17, 2024, the Committee filed its application for retroactive retention from November 27, 2024. (Doc. No. 102).

10. On December 19, 2024, after the hearing on December 18, 2024, these cases were converted to cases under chapter 7 of the Bankruptcy Code. (Doc. No. 115).

Argument

11. A Chapter 11 Committee of Unsecured Creditors is appointed by the United States Trustee pursuant to 11 U.S.C. § 1102(a)(1) of the Bankruptcy Code. However, upon conversion to Chapter 7, the statutory basis of the case is changed, therefore “the statute under which the Committee was created no longer applies and the committee is automatically dissolved.” *Unsecured Creditors Committee of Butler Group, Inc. v. Butler (In re Butler)*, 94 B.R. 433, 436 (Bankr. N.D. Tex. 1989) (so ruling where the chapter 11 case was dismissed).

12. Similarly, in *In re Freedlander, Inc. The Mortg. People*, the Court held that “for the same reasons that compensation to official committee counsel for post-conversion services is denied, the Court will deny compensation where the services are performed in the face of imminent conversion.” *In re Freedlander, Inc. The Mortg. People*, 103 B.R. 752, 758 (Bankr. E.D. Va. 1989).

13. Importantly, in *In re Freedlander, Inc. The Mortg. People*, the Court evaluated Counsel's fee request and determined that much of the time and labor expended was excessive and unnecessary, particularly given the predictable and inevitable conversion of the case from Chapter 11 to Chapter 7. For example, the Court evaluated and considered different factors, some of which the Court here is not able to analyze given the lack of information provided in the application. For example, the Court concluded that 1) Counsel devoted an unreasonable amount of time to tasks, such as a reconsideration motion with minimal relevance to the Committee's interests; 2) the legal issues presented were neither novel nor difficult, with most tasks being ministerial rather than requiring advanced legal skill; 3) many tasks performed by Counsel demanded limited expertise due to the straightforward nature of the proceedings and the imminent conversion; 4) Counsel's efforts were largely futile, as the debtor's right to convert was absolute, and conversion occurred

shortly thereafter. The Court emphasized that in a matter of days, Counsel should have recognized the inevitability of conversion and significantly curtailed their work.

14. Here, by December 6, 2024, the Committee and their counsel, who attended the previously scheduled evidentiary hearing by remote means, knew that the cases were being converted to chapter 7, and their work should have ceased.

15. Additionally, retroactive employment of Committee counsel is not appropriate. The motion states that the “Committee believes that Kutak Rock is both well qualified and uniquely able to provide representation in these chapter 11 cases in an efficient and timely manner.” (Doc. No. 102, ¶10). However, the cases were converted to chapter 7, therefore, there is no need to retain Committee counsel in these cases.

16. While the Court has authority to approve retroactive employment of professionals under extraordinary circumstances, such approval “should be limited to exceptional circumstances where an applicant can show both a satisfactory explanation for the failure to receive prior judicial approval and that he or she has benefited the bankruptcy estate in some significant manner.” *Okamoto v. THC Fin. Corp. (In re THC Fin. Corp.)*, 837 F.2d 389, 392 (9th Cir. 1988) (emphasis added). A retroactive authorization order should not be issued where the delay in seeking court approval of employment is accompanied by inexcusable or unexplained negligence. *Andrew v. Coopersmith (In re Downtown Inv. Club III)*, 89 B.R. 59, 63 (9th Cir. BAP 1988); *Credit Alliance Corp. v. Boies (In re Crook)*, 79 B.R. 475, 479 (B.A.P. 9th Cir. 1987).

17. Here, the Committee and its counsel were completely unnecessary due to the decision by the Debtors to liquidate rather than reorganize, and as such their fees and employment are completely superfluous.

18. Courts addressing the issue have consistently ruled that conversion of proceedings from Chapter 11 to Chapter 7 has the same effect on a creditors' committee as dismissal of the proceedings. *Creditors' Committee v. Parks Jagers Aerospace Co. (In re Parks Jagers Aerospace Co.)*, 129 B.R. 265, 268 (M.D.Fla.1991) ("the committee permanently dissolves when the Chapter 11 proceeding is dismissed or converted to a Chapter 7 action."); *In re Kel-Wood Timber Products Co.*, 88 B.R. 93, 94 (Bankr.E.D.Va.1988) (same).

WHEREFORE, Kapitus respectfully prays unto the Court that the Application be denied and that Kapitus have such other and further relief as to the Court may seem just and proper.

Dated: January 2, 2025

Respectfully Submitted,

**KAPITUS SERVICING INC., AS SERVICER
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CERTIFICATE OF SERVICE

I hereby certify that on this 2nd day of January, 2025, a true and correct copy of the foregoing was filed using the Court's CM/ECF system which caused electronic notification of such filing to be served on all registered users of the ECF system that have requested such notification in this case, including the Office of U.S. Trustee, counsel to the Debtors, and counsel for the Committee. I further certify that a true and correct copy of the foregoing will be served by electronic mail and/or U.S. First Class Mail, postage paid, as reflected on the attached **Service List**.

/s/ Klementina V. Pavlova

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277 Loafers Glory Vw
Gray, TN 37615-4877

PIEDMONT COMMUNITY HEALTH PLAN
1920 Atherhold Road
Lynchburg, VA 24501-1104

Pamela Walshaw
390 Oak Ridge Drive
Altavista, VA 24517-2213

Parker, April R.
13936 Rockland Village Dr.
Apt. 104
Chantilly, VA 20151-4507

Parker, Arrie
13936 Rockland Village Dr.
Apt. 104
Chantilly, VA 20151-4507

Patel, Hema
657 Towncrest Dr.
Dayton, OH 45434-5889

Patel, Hina
5013 Catalpa Dr.
Tipp City, OH 45371-7589

Paychex
1175 John Street
West Henrietta, NY 14586-9199

PayrHealth, LLC
2121 Lohmans Crossing Rd.
Suite 504-823
Austin, TX 78734-5288

Perpetual Appiah
P.O. Box 322
Ashburn, VA 20146-0322

Phillips, Mark
213 Sparkling Brook Dr.
Bristol, TN 37620-2748

Pinnacle Property Options
5055 Keller Springs Road
Suite 400
Addison, TX 75001-6208

Piovesan, Dorothy
1474 Derrland St.
Dayton, OH 45432-3408

Pip Printing
1709 Memorial Avenue
Lynchburg, VA 24501-1714

Plic Peris Principal
711 High Street
Des Moines, IA 50392-0001

PointClickCare Technologies
5570 Explorer Drive
Mississauga, ON L4W 0C4

Powers, Heather
3444 Fremont St.
Columbus, OH 43204-1250

Precise Home Health Billing
14315 Bellcrest Dr.
San Antonio, TX 78217-1565

ProMedical Services, Inc.
7500 Security Blvd.
Baltimore, MD 21244-1849

ProMedical Services, Inc.
Gary M. Coates, Esq.
1045 Cottontown Road
Lynchburg, VA 24503-4961

Quill Corp.
P.O. Box 37600
Philadelphia, PA 19101-0600

Ramp
28 West 23rd Street
New York, NY 10010-5260

Randolph, Clarissa M
101 Locust Ln
Johnson City, TN 37604-2239

Redder, Kyra D.
1668 Wigwam Trl
Xenia, OH 45385-4140

(p)RELIAS LLC
ATTN LEGAL
1010 SYNC STREET
SUITE 100
MORRISVILLE NC 27560-5473

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Roca Investments LLC
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Honolulu, HA 96821-1217

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Rondell Lawrence
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Columbus, OH 43204

Rossmery Montano
21140 Huntington Square
Apt. 402
Sterling, VA 20166-6545

Russell, Matthew M
540 Sid Martin Rd
Gray, TN 37615-5108

SBA - Bank for Oakridge
P.O. Box 2
Oakridge, NC 27310-0002

SBA - Byline Bank
180 N. LaSalle Street
Suite 300
Chicago, IL 60601-3110

SG Program Insurance Agency Retail, Inc.
601 Embassy Oaks
Suite 105
San Antonio, TX 78216-2019

SVOE
10 Green Hills Drive
Verona, VA 24482-2654

Samadi, Fawzia
2803 Pag St.
Apt 4134
Alexandria, VA 22303

Sapiat Asset Management
705 Professional Plaza Dr.
#2
Greeneville, TN 37745-5198

Sarah Courtney Holt
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Scheffler, Aileen
1721 Deerbrook Trl
Beavercreek, OH 45434-6622

Scott Insurance
1301 Old Graves Mill Road
Lynchburg, VA 24502-4317

Scott Insurance dba Marshall Brothers Termite
295 Don Carson Road
Telford, TN 37690-2306

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Ashburn, VA 20147-5302

Shaima Abdo
1800 Brethour Ct Apt 7
Sterling, VA 20164-1509

Shana Brown
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Cincinnati, OH 45229-2773

Sharon Weems
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Johnson City, TN 37615-4729

Sharone Osborne
2875 Highland Grove Drive
Johnson City, TN 37615-4729

Sheikuna Omar
6456 Cherokee Rose Drive
Westerville, OH 43081-3710

Shelton, Valecia T.
2019 Litchfield Ave.
Dayton, OH 45406-3813

(c)SHENANDOAN VALLEY HOME HEALTH INC.
ATTN: MONICA GREGORY/UGO SOLOMON
48 WOLFS LEDGE LN
STAUNTON VA 24401-8328

Shentel
P.O. Box 459
Edinburg, VA 22824-0459

Sherrard Roe Voigt & Harbison, PLC
c/o Hunter C. Branstetter
150 3rd Avenue South
Suite 1100
Nashville, TN 37201
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ShredPro
4906 Van Epps Rd.
Brooklyn Heights, OH 44131-1018

Shumaker, Tammy
103 Shoreline Dr.
Brookville, OH 45309-9209

Source One Development
1015 N. York Rd.
Willow Grove, PA 19090-1317

Spectrum
400 Washington Blvd.
Stamford, CT 06902-6641

Sprouses Termite & Pest Control LLC
108 Parkersburg Tpke
Suite 104
Staunton, VA 24401-6137

Stableconvergence
116 W. Main Street
Johnson City, TN 37604-6210

Stealth Storage
60 Harbert Drive
Beavercreek, OH 45440-5118

Stericycle, Inc. dba Shred-it
2355 Waukegan Road
Bannockburn, IL 60015-1503

Strategic Healthcare Programs
6500 Hollister Ave.
Suite 210
Santa Barbara, CA 93117-5554

Stump, Jessica
253 Camby Dr
Kingsport, TN 37664-5331

Tennessee Department of Treasury
600 M.L.K. Jr. Blvd.
Nashville, TN 37243-0001

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Timothy Bradbury
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Thaxton, VA 24174-3349

Tina Risner
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Topline Recovery
c/o Michael Vincent Scarpati, Esq.
1078 Summit Ave., Suite 104
Jersey City, NJ 07307-3438

Triavo Health, LLC
11115 N. La Canada Drive
Oro Valley, AZ 85737-9462

UB Greensfelder, LLP
1054 31st Street NW
Suite 280
Washington, DC 20007-4453

UB Greensfelder, LLP
200 W. Madison St.
Suite 3300
Chicago, IL 60606-3607

UDig LLC
8000 Franklin Farms Dr.
Henrico, VA 23229
susan.frank@udig.com 23229-5002

(p) US Bank Equipment
PO BOX 5229
CINCINNATI OH 45201-5229

US Bank Equipment
800 Nicollet Mall
Minneapolis, MN 55402-2511

UStTrustee
Office of the United States Trustee
210 First Street, Suite 505
Roanoke, VA 24011-1620

Ugo Solomon
19 Myers Corner Dr.
Suite A05
Staunton, VA 24401-6348

UiPath
One Vanderbilt Ave.
60th Floor
New York, NY 10017-3884

United States Treasury
1500 Pennsylvania Ave., NW
Washington, DC 20220-0001

Verified Credentials
20890 Kenbridge Court
Lakeville, MN 55044-8049

Verizon
1095 Avenue of the Americas
1095 6th Ave.
New York, NY 10036-6704

Virginia Business Systems
9899 Mayland Drive
Richmond, VA 23233-1411

Virginia Department of State Police
7700 Midlothian Tpke
N. Chesterfield, VA 23235-5226

Virginia Department of Treasury
101 N. 14th Street
Richmond, VA 23219-3684

Virginia Employment Commission
PO Box 26441
Richmond, VA 23261-6441

Walker-Phillips Healthcare Consulting
2707 Brambleton Ave. SW
Roanoke, VA 24015-4307

Wanda Hull
P.O. Box 17665
Hattiesburg, MS 39404-7665

WardWindborne, Tanya
557 Crestwood St SW
Leesburg, VA 20175-3812

Weatherspoon, Ty'Issha E
2611 Inspiration Trail Ln
Apt 303
Columbus, OH 43219-3956

WellSky
11300 Switzer Road
Overland Park, KS 66210-3665

Whitney Thomas
3420 Wonderview Dr.
Dayton, OH 45414-5445

Wilkerson, Serenity L
813 Burman Ave
Dayton, OH 45426-2722

William Mayes
1258 Gladden Cir.
Forest, VA 24551-3559

Williams Lawncare & Maintenance
13475 James Madison Hwy
Orange, VA 22960-2815

Williams Mullen
Attn: James T. Bailey
200 S. 10th Street
Suite 1600
Richmond, VA 23219
jbailey@williamsmullen.com 23219-4061

Wilson Worley P.C.
2021 Meadowview Lane
Second Floor
Kingsport, TN 37660-7429

Wilson Worley PC
Andrew D. Street
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Wilson, Angel D.
87 Dickey Ave
Fairborn, OH 45324-2306

Withers, Shakena
956 Brunswick Dr.
Dayton, OH 45424-8016

Xerox Financial Services
201 Merritt 7
Norwalk, CT 06851-1056

Yohannes, Gete Y
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Ashburn, VA 20148-7018

c/o Michael E. Hastings, Esq.
Woods Rogers Vandeventer Black PLC
10 S. Jefferson Street, Suite 1800
Roanoke, VA 24011-1323

B. Webb King
Office of the United States Trustee
210 First Street, Suite 505
Roanoke, VA 24011-1620

Brittany C. Hirschler
Hirschler Fleischer, A Professional Corp
2100 East Cary Street
P.O. Box 500
Richmond, VA 23218-0500

Hannah W. Hutman(436156)
Hoover Penrod
342 S. Main Street
Harrisonburg, VA 22801-3628

Sharon Weems
c/o Andrew D. Street
Wilson Worley PC
P.O. Box 88
Kingsport, TN 37662-0088

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified
by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g) (4).

Byline Bank
Alberto J. Paracchini, CEO
180 N. LaSalle Street
Suite 300
Chicago, IL 60601

(d)Byline Bank
Kim Hudson, Officer
180 N. LaSalle Street
Suite 300
Chicago, IL 60601
khudson@bylinebank.com

OHIO BUREAU OF WORKER'S COMPENSATION
30 W. Spring St.
Columbus, OH 43215

Relias LLC
1010 Sync Street
Suite 100
Morrisville, NC 27560

US Bank
800 Nicollet Mall
Minneapolis, MN 55402

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

Shenandoan Valley Home Health Inc.
Attn: Monica Gregory/Ugo Solomon
444 Frog Pond Road
Staunton, VA 24401

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Bank of Oak Ridge

(u)Kapitus Servicing Inc., as servicing agent

(u)Oak Ridge Bank

(d)MNY Capital LLC
c/o Giuliano Law PC
Anthony Giuliano, Esq.
445 Broadhollow Rd., Suite 25
Melville, N.Y. 11747-3645

(d)Wanda Hull
P.O. Box 17665
Hattiesburg, MS 39404-7665

(d)Whitney Thomas
3420 Wonderview Drive
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End of Label Matrix

Mailable recipients 303

Bypassed recipients 6

Total 309